

APR 14 '08

10-30 AM

Law Offices of

## CHAPMAN AND CUTLER LLP

## SURFACE TRANSPORTATION BOARD

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April 14, 2008

Ms. Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

Re: The Kansas City Southern Railway Company  
Leveraged Lease Financing

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Memorandum of Trust Indenture Supplement No. 1 (KCSR 2008-1), effective April 15, 2008, between the KCSR 2008-1 Statutory Trust, acting through U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee (the "*Owner Trustee*") and Wilmington Trust Company, as Indenture Trustee (the "*Indenture Trustee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (KCSR 2008-1), effective April 15, 2008, between The Kansas City Southern Railway Company, as lessee (the "*Lessee*") and the KCSR 2008-1 Statutory Trust, acting through U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee, as Lessor which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: U.S. Bank Trust National Association  
Goodwin Square  
225 Asylum Street, 23rd Floor  
Hartford, Connecticut 06103  
Attention: Corporate Trust Department

Indenture Trustee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

Law Offices of  
**CHAPMAN AND CUTLER LLP**

**Attention: Corporate Trust Administration**

The equipment covered consists of 30 SD70ACe Locomotives bearing the reporting marks within the series KCS 4100 through KCS 4129, inclusive; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture Supplement No. 1 (KCSR 2008-1).

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

Enclosures

Law Offices of  
**CHAPMAN AND CUTLER LLP**

**EXHIBIT A**

**UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>REPORTING MARKS</b>
<b>SD70ACe Locomotives</b>	<b>30</b>	<b>KCS 4100 through KCS 4129, inclusive</b>

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1  
(KCSR 2008-1)**


Memorandum of Trust Indenture Supplement No. 1 (KCSR 2008-1), effective April 15, 2008, by and between the KCSR 2008-1 Statutory Trust (the "*Trust*"), acting through U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and Wilmington Trust Company, a Delaware banking corporation, as Indenture Trustee ("*Indenture Trustee*").

**WITNESSETH:**

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (KCSR 2008-1), dated as of April 1, 2008 (the "*Trust Indenture*"), by which the Trust has granted a security interest to the Indenture Trustee in order to secure the Trust's performance of certain obligations as described in the Trust Indenture.
2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.
3. The Trust has entered into that certain Trust Indenture Supplement No. 1 (KCSR 2008-1), dated April 15, 2008, relating to the above-described Trust Indenture and extending the Trust's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

KCSR 2008-1 STATUTORY TRUST, acting  
through U.S. BANK TRUST NATIONAL  
ASSOCIATION, not in its individual capacity,  
but solely as Owner Trustee

By   
Name: Maryanne P. Dufresne  
Title: Vice President

Executed on this 11<sup>th</sup> day of April, 2008.

WILMINGTON TRUST COMPANY

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_-day of April, 2008.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

KCSR 2008-1 STATUTORY TRUST, acting  
through U.S. BANK TRUST NATIONAL  
ASSOCIATION, not in its individual capacity,  
but solely as Owner Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of April, 2008.

WILMINGTON TRUST COMPANY

By  \_\_\_\_\_  
Name: Patricia A. Evans  
Title: Vice President

Executed on this 11<sup>th</sup> day of April, 2008.

STATE OF CONNECTICUT )  
 )  
COUNTY OF HARTFORD )

On this, the 11th day of April, 2008, before me, a Notary Public in and for said County and State, personally appeared Maryanne Y. Dufresne, who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on April 11, 2008 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Susan P. McHally  
Notary Public  
My Commission Expires:  
Residing in Vernon, CT

STATE OF DELAWARE           )  
                                       )       SS.:  
COUNTY OF NEW CASTLE      )

SUSAN P. McNALLY  
Notary Public - Connecticut  
My Commission Expires Mar. 31, 2010

On this, the \_\_\_\_ day of April, 2008, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on April \_\_\_\_, 2008 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: \_\_\_\_\_  
Notary Public \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

STATE OF CONNECTICUT     )  
                                      )     SS.:  
COUNTY OF HARTFORD     )

On this, the \_\_\_\_ day of April, 2008, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on April \_\_\_\_, 2008 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF DELAWARE     )  
                                      )     SS.:  
COUNTY OF NEW CASTLE     )

On this, the 11<sup>th</sup> day of April, 2008, before me, a Notary Public in and for said County and State, personally appeared Patricia A. Evans, who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on April 11<sup>th</sup>, 2008 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

J. Christopher Murphy  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

J. CHRISTOPHER MURPHY  
Notary Public - State of Delaware  
My Comm. Expires June 23, 2011



**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
SD70ACe Locomotives	30	KCS 4100 through KCS 4129, inclusive

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/14/08



\_\_\_\_\_  
Robert W. Alvord